



THE BANK OF CALIFORNIA

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January 7, 1980

Secretary of the Interstate Commerce Commission
Washington, D.C. 20423

11348
RECORDATION NO. Filed 1425

JAN 11 1980 - 8 50 AM

Gentlemen:

INTERSTATE COMMERCE COMMISSION

Enclosed is an original and five certified true copies of our Security Agreement-
Personal Property, the Bills of Sales, and our check #1833 for \$50.00 for recording
fees. Please record the Security Agreements and return them to: The Bank of
California, N.A., 910 Fourth Avenue, Seattle, Washington 98164, Attention: Cathy
Ward, Instalment Loan Dept.

Please write or call if you have any questions.

11348
RECORDATION NO. Filed 1425
JAN 11 1980 - 8 50 AM
INTERSTATE COMMERCE COMMISSION

Sincerely,

Mrs. Cathy Ward

Mrs. Cathy Ward
Instalment Loan Dept.

0-011A015

JAN 11 1980
Date
Fee \$ 50.00

ICS Washington, D.C.

INTERSTATE
COMMERCE COMMISSION
RECEIVED

JAN 10 1980

ADMINISTRATIVE SERVICES
MAIL UNIT

RECORDATION No. 11348-14

(Filed pursuant to the 11/11/80
Provisions of Section 208
Interstate Commerce Act 8:50 AM)

BILL OF SALE

THIS BILL OF SALE, dated this 3rd day of August, 1979, by and between JOLANE CAR COMPANY, a corporation organized and existing under the laws of the State of Georgia, hereinafter called "Seller" and CAPITAL BOXCAR PROGRAM, a Joint Venture of the State of Washington (hereinafter called "Buyer").

In consideration of \$2,000.00 in hand paid for each "XM" Railroad Boxcar Hulk and other good and valuable consideration, the receipt of all of which is hereby acknowledged, Seller does hereby grant, bargain, sell and convey to Buyer the "XM" Railroad Boxcar Hulk(s) listed on the attached schedule.

The undersigned hereby warrants that, at the time of delivery of the described property, the undersigned has legal title to the described property and good and lawful right to sell the described property and that the described property is free and clear of all claims, liens, security interests and other encumbrances of any nature. The undersigned further covenants to defend the title to the described property against the demands of all persons whomsoever based upon claims originating prior to the delivery of the described property by the undersigned.

The undersigned further warrants that said personal property will be delivered in the State of Georgia.

JOLANE CAR COMPANY

By William E Grabbie
Its President

Attest: J. M. Hatel
Its Secretary

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 08-01-01 BY 60322
GSA FPMR (41 CFR) 101-11.6

SCHEDULE

Retynski

Number of XM Railroad Boxcars being acquired: 1.

Reporting numbers and marks of each XM Railroad Boxcar:

FGEX 1371

BILL OF SALE

THIS BILL OF SALE, dated this 3rd day of August, 1979, by and between CAPITAL BOXCAR PROGRAM, a Joint Venture organized and existing under the laws of the State of Washington (hereinafter called "Seller") and JOHN R. RETYNSKI of the State of Washington (hereinafter called "Buyer").

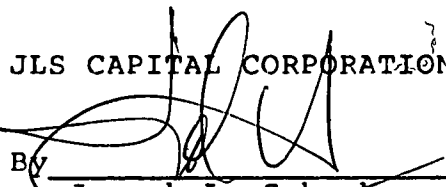
In consideration of \$4,000.00 in hand paid for each "XM" Railroad Boxcar Hulk and other good and valuable consideration, the receipt of all of which is hereby acknowledged, Seller does hereby grant, bargain, sell and convey to Buyer the "XM" Railroad Boxcar Hulk(s) listed on the attached schedule.

The undersigned hereby warrants that, at the time of delivery of the described property, the undersigned has legal title to the described property and good and lawful right to sell the described property and that the described property is free and clear of all claims, liens, security interests and other encumbrances of any nature. The undersigned further covenants to defend the title to the described property against the demands of all persons whomsoever based upon claims originating prior to the delivery of the described property by the undersigned.

The undersigned further warrants that said personal property will be delivered in the State of Georgia.

CAPITAL BOXCAR PROGRAM, a Joint Venture

By: JLS CAPITAL CORPORATION

By 

Joseph L. Schoeken,
President

SCHEDULE

Number of XM Railroad Boxcars being acquired: 1.

Reporting numbers and marks of each XM Railroad Boxcar:

FGEX 1371

CERTIFICATE OF COMPLETION AND REBUILDING

THE UNDERSIGNED hereby represent, warrant and certify, as follows:

- (1) The "XM" Railroad Boxcar Hulk(s) outlined below have been rebuilt and/or reconstructed and the rebuilding and/or reconstruction is completed.

NEW CAR NUMBER

NYSW 2059

OLD CAR NUMBER

FGEX 1371

- (2) The "XM" Railroad Boxcar Hulk(s) have been rebuilt and/or reconstructed in accordance with the terms and conditions of the Reconstruction Contract entered into by and between Owner and JoLane Car Company. Specifically, but without limitation, the rebuilding and/or reconstruction was done pursuant to and complies with St. Louis Refrigerator Car Company Conversion Specification as attached to Private Placement Memorandum for 50' 70-ton "XM" Boxcars.
- (3) The rebuilt or reconstructed "XM" Railroad Boxcar Hulk(s) have been rebuilt to comply with and do comply with Rule 88, "Mechanical Requirements for Acceptance" of "The Field Manual of the AAR Interchange Rules," with Rule 88 "Mechanical Requirements for Acceptance" of "The Office Manual of the AAR Interchange Rules", OT 37, and with all presently applicable AAR, ICC and DOT safety, environmental, and other standards.
- (4) The rebuilding and/or reconstruction did not commence on the "XM" Railroad Boxcar Hulk(s) designated in paragraph 1 above until October 18 1979, which is after the date of execution of the "Reconstruction Agreement" between Owner and JoLane Car Company.

DATED this 3 day of December, 1979.

REBUILDER:

JOLANE CAR COMPANY

By William Eganhe

Its President

SUBCONTRACTOR:

ST. LOUIS REFRIGRATOR CAR COMPA

By David Wame

Its Vice President-Operations